

The Honorable Ricardo S. Martinez

**UNITED STATES DISTRICT COURT
WESTERN DISTRICT OF WASHINGTON
AT SEATTLE**

SECURITIES AND EXCHANGE COMMISSION,

Plaintiff,

v.

MARK F. SPANGLER and THE SPANGLER
GROUP, INC.,

Defendants.

Case No. 2:12-cv-856 RSM

**FINAL JUDGMENT AS TO DEFENDANT
THE SPANGLER GROUP, INC.**

The Securities and Exchange Commission having filed a Complaint and defendant The Spangler Group, Inc. (“TSG”) having entered a general appearance; consented to the Court’s jurisdiction over TSG and the subject matter of this action; consented to entry of this Final Judgment without admitting or denying the allegations of the Complaint (except as to jurisdiction); waived findings of fact and conclusions of law; and waived any right to appeal from this Final Judgment:

I.

IT IS HEREBY ORDERED, ADJUDGED, AND DECREED that defendant TSG and its agents, servants, employees, attorneys, and those persons in active concert or participation with any of them, who receive actual notice of this Final Judgment, by personal service or otherwise, and each of them, are permanently restrained and enjoined from, directly or indirectly, by the use of any means or instrumentality of interstate commerce, or of the mails, or of any facility of any national securities exchange:

- (a) employing any device, scheme, or artifice to defraud;
 - (b) making any untrue statement of a material fact or omitting to state a material fact necessary in order to make the statements made, in the light of the circumstances under which they were made, not misleading; or
 - (c) engaging in any act, practice, or course of business which operates or would operate as a fraud or deceit upon any person,
- in connection with the purchase or sale of any security, in violation of Section 10(b) of the Securities Exchange Act of 1934 ("Exchange Act") [15 U.S.C. § 78j(b)] and Exchange Act Rule 10b-5 [17 C.F.R. § 240.10b-5].

II.

IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that defendant TSG and its agents, servants, employees, attorneys, and those persons in active concert or participation with any of them, who receive actual notice of this Final Judgment, by personal service or otherwise, and each of them, are permanently restrained and enjoined from, directly or indirectly, while acting as an investment adviser, by use of the mails or any means or instrumentality of interstate commerce:

- (1) employing any device, scheme, or artifice to defraud any client or prospective client,
- or
- (2) engaging in any transaction, practice, or course of business which operates as a fraud or deceit upon any client or prospective client,

in violation of Sections 206(1) and (2) of the Investment Advisers Act of 1940 ("Advisers Act") [15 U.S.C. §§ 80b-6(1) & (2)].

III.

IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that defendant TSG and its agents, servants, employees, attorneys, and those persons in active concert or participation with any of them, who receive actual notice of this Final Judgment, by personal service or otherwise, and each of them, are permanently restrained and enjoined from, directly or indirectly, while acting as an investment adviser to a pooled investment vehicle, by use of the mails or any means or instrumentality of interstate commerce:

- (1) making any untrue statement of a material fact or omitting to state a material fact necessary to make the statements made, in the light of the circumstances under which they were made, not misleading, to any investor or prospective investor in the pooled investment vehicle; or
- (2) engaging in any act, practice, or course of business that is fraudulent, deceptive, or manipulative with respect to any investor or prospective investors in the pooled investment vehicle,

in violation of Section 206(4) of the Advisers Act [15 U.S.C. § 80b-6(4)] and Rule 206(4)-8 [17 C.F.R. § 275.206(4)-8].

IV.

IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that defendant TSG and its agents, servants, employees, attorneys, and those persons in active concert or participation with any of them, who receive actual notice of this Final Judgment, by personal service or otherwise, and each of them, are permanently restrained and enjoined from, willfully making any untrue statements of material fact in any registration application or report filed with the Commission under Sections 203 or 204 of the Advisers Act, including but not limited to a Form ADV, or willfully omitting to state in any such registration application or report a material fact which is required to be stated therein, in violation of Section 207 of the Advisers Act [15 U.S.C. § 80b-7].

V.

IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that the Consent is incorporated herein with the same force and effect as if fully set forth herein, and that TSG shall comply with all of the undertakings and agreements set forth therein.

VI.

IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that this Court shall retain jurisdiction of this matter for the purposes of enforcing the terms of this Final Judgment.

VII.

There being no just reason for delay, pursuant to Rule 54(b) of the Federal Rules of Civil Procedure, the Clerk is ordered to enter this Final Judgment forthwith and without further notice.

Dated: June 1, 2015.



RICARDO S. MARTINEZ
UNITED STATES DISTRICT JUDGE